

BellSouth Telecommunications, Inc
333 Commerce Street
Suite 2101
Nashville, TN 37201-3300

guy.hicks@bellsouth.com

Guy M Hicks
General Counsel

615 214 6301
Fax 615 214 7406

05 MAR 30 PM 4 01
March 30, 2005 AUTHORITY
DOCKET ROOM

VIA HAND DELIVERY

Hon Pat Miller
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

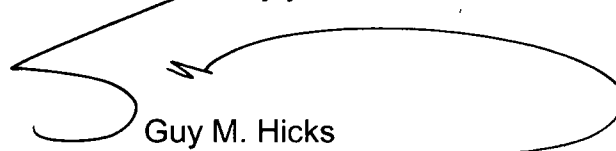
RE Approval of the Amendment to the Resale Agreement Negotiated
by BellSouth Telecommunications, Inc and Tel West
Communications L.L.C. Pursuant to Sections 251 and 252 of the
Telecommunications Act of 1996.
Docket No 05-00024

Dear Chairman Miller:

BellSouth Telecommunications, Inc. and Tel West Communications L L C.
hereby respectfully request that the above-referenced Petition for Approval of
the Amendment to the Resale Agreement be withdrawn. BellSouth understands
that Tel West will not be operating in Tennessee after March 10, 2005.

Thank you for your attention to this matter.

Sincerely yours,


Guy M. Hicks

cc: Jeffrey K. Swickard, Tel West Communications, L.L C

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In Re: *Approval of the Amendment to the Resale Agreement Negotiated by
BellSouth Telecommunications, Inc and Tel West Communications L.L.C
Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. 05-00024

MOTION FOR WITHDRAWAL OF AMENDMENT TO RESALE AGREEMENT

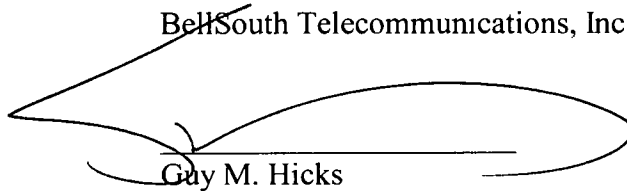
BellSouth Telecommunications, Inc. ("BellSouth") hereby moves to withdraw the Petition for Approval of the Amendment to the Resale Agreement between Tel West Communications L.L.C. ("Tel West") and BellSouth filed with the Tennessee Regulatory Authority on January 20, 2005.

Tel West will not be operating in Tennessee after March 10, 2005.

Therefore, BellSouth requests that its Petition be withdrawn.

Respectfully submitted,

BellSouth Telecommunications, Inc.

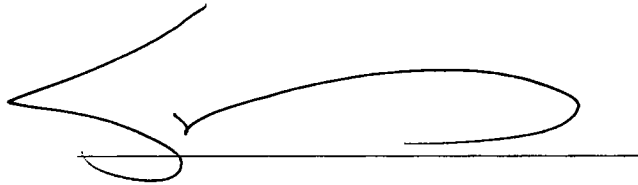


Gay M. Hicks
333 Commerce Street, Suite 2101
Nashville, TN 37201-3300
615/214-6301

CERTIFICATE OF SERVICE

I hereby certify that on MARCH 30, 2005 a copy of the foregoing document was served on the parties of record, via U. S. Mail, postage pre-paid, addressed as follows:

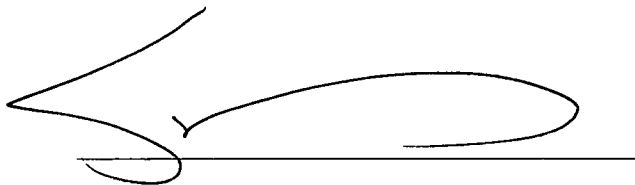
Jeffrey K. Swickard
President
Tel West Communications L.L.C.
3701 S. Norfolk Street, Suite 300
Seattle, WA 08118

A handwritten signature in black ink, appearing to read 'Jeffrey K. Swickard', is written over a horizontal line.

CERTIFICATE OF SERVICE

I hereby certify that on MARCH 30, 2005 a copy of the foregoing document was served on the parties of record, via U. S. Mail, postage pre-paid, addressed as follows:

Jeffrey K. Swickard
President
Tel West Communications L.L.C.
3701 S. Norfolk Street, Suite 300
Seattle, WA 08118

A handwritten signature in black ink, appearing to read 'J. Swickard', is written over a horizontal line.

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In Re: *Approval of the Amendment to the Resale Agreement Negotiated by
BellSouth Telecommunications, Inc. and Tel West Communications, L L C.
Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. 05-00024

**ORDER GRANTING MOTION FOR
WITHDRAWAL OF AMENDMENT TO THE RESALE AGREEMENT**

This matter is before the Tennessee Regulatory Authority upon a Petition for Approval of the Amendment to the Resale Agreement Between BellSouth Telecommunications, Inc. and Tel West Communications, L.L.C. filed January 20, 2004. BellSouth subsequently filed a motion to withdraw the Interconnection Agreement due to the fact that Tel West will not be operating in Tennessee after March 10, 2005. No party has objected to the withdrawal of the Petition.

IT IS THEREFORE ORDERED that the Petition for Approval of the Amendment to the Resale Agreement between BellSouth Telecommunications, Inc. and Tel West be and the same hereby is withdrawn, and this docket is closed.

CHAIRMAN

DIRECTOR

DIRECTOR

ATTEST:

Executive Secretary